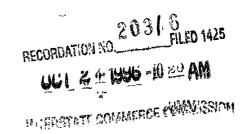
First Union Commercial Corporation

Post Office Box 13327 VA7467 Roanoke, Virginia 24040-0001

October 16, 1996





Secretary
Surface Transportation Board
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated October 7, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Commercial Corporation

213 S. Jefferson Street, 4th Floor

Roanoke, Virginia 24011

Attn: Sharon B. Bateman VA-7467

Lessee: South Central Tennessee

Railroad Corporation

Watson Siding

Centerville, Tennessee 37033

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached hereto.

Also enclosed is a check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original of the enclosed document to the undersigned.

Very Truly Yours,

FIRST UNION COMMERCIAL CORPORATION

Betty S. Edwards

Vice President

Enclosures

## **EXHIBIT A**

OCT 22 1446 -10 20 AM

## MEMORANDUM OF LEASE AGREEMENT

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THIS MEMORANDUM OF LEASE AGREEMENT dated as October 7, \_\_\_\_\_, 1996, is between FIRST UNION COMMERCIAL CORPORATION, a North Carolina corporation ("Lessor") and SOUTH CENTRAL TENNESSEE RAILROAD CORPORATION, a Delaware corporation ("Lessee").

WHEREAS, the Lessor and the Lessee are entering into the certain Master Equipment Lease Agreement dated September 12, 1996 (the "Lease") and places under lease that certain equipment set forth on Schedule I dated September 12, 1996, attached hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease, and accordingly have caused this Memorandum of Lease Agreement to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

FIRST UNION COMMERCIAL CORPORATION
By Botty & Echward
Name BETTY S, EDWARDS
Title VICE PRESIDENT
SOUTH CENTRAL TENNESSEE RAILROAD CORPORATION
By Mut Mucin
Name / SUHWHIMALIND
Title PRESIDENT

STATE OF _	Ving	<u>una</u>	
COUNTY OF	: All	<u>xandria</u>	J

I, Swan Buckey Notary Public in and for said state and county, do hereby certify that John Manuel personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this	$\frac{900}{\text{day of }}$	ct., 19 96.	
	Sugar	ne Brade	May
-(	Notary Publ	ic	

My commission expires: (ipul 20, 2000)

[NOTARY SEAL]

STATE OF VirginiA

Cin COUNTY OF ROAWOKE

I, Betty J. Webster a Notary Public in and for said state and county, do hereby certify that B. H. S. Edupeds personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 16th day of 0.t., 1996.

Betty f. Webster

Notary Public

My commission expires:  $\sqrt{0-31-2000}$ 

[NOTARY SEAL]

## SCHEDULE I

## DESCRIPTION OF EQUIPMENT

- 1. NUMBER OF CARS: (1)
- 2. DESCRIPTION OF CARS: GP-38 LOCOMOTIVE
- 3. CAR NUMBERS AND MARKS: 3810